
SHEFFIELD RESOURCES LIMITED
ACN 125 811 083
NOTICE OF GENERAL MEETING

TIME: 3:00pm (WST)
DATE: 22 October 2019
PLACE: The Celtic Club
48 Ord Street
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6555 8777.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that a meeting of the Shareholders will be held at 3:00pm (WST) on 22 October 2019 at The Celtic Club, 48 Ord Street, West Perth WA 6005.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 4.00 pm (WST) on 20 October 2019.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return the Proxy Form by the time and in accordance with the instructions set out on that form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder that is entitled to vote at the Meeting has a right to appoint a proxy to attend and vote at the Meeting;
- the proxy need not be a Shareholder of the Company and can be an individual or a body corporate; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act also apply to voting by proxy. Shareholders and their proxies should be aware of these provisions of the Corporations Act. Generally, these sections provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

Further details on sections 250BB and 250BC of the Corporations Act are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Lodgement of proxy documents

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (ie. a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the start of the Meeting (ie. by 3:00pm on 20 October 2019). Proxy appointments received after this time will be invalid for the Meeting.

The following methods are specified for the purposes of receipt of proxies:

By Post

Sheffield Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online

www.linkmarketservices.com.au.
Select 'Investor Login' and enter Sheffield Resources Limited or the ASX code (SFX) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

In Person

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By Facsimile

(within Australia) (02) 9287 0309
(outside Australia) (+612) 9287 0309

Bodies corporate

A Shareholder which is a body corporate, may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment must comply with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Hover over 'Resources' Select the 'Investor Services' tab and click on 'Forms' and then select 'Holding Management'.

DEFINED TERMS

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" Section.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS (13 DECEMBER 2018)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 24,970,812 Shares (at an issue price of \$0.65 each) on 13 December 2018 to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue the subject of Resolution 1 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO AZURE CAPITAL INVESTMENTS PTY LTD AND AZURE CAPITAL LTD (15 FEBRUARY 2019)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 983,713 Shares to Azure Capital Investments Pty Ltd and 521,857 Shares to Azure Capital Ltd (at a deemed issue price of \$0.6132 each) on 15 February 2019 on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue the subject of Resolution 2 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TAURUS MINING FINANCE L.P. AND TAURUS MINING FINANCE ANNEX FUND L.P. (20 MARCH 2019)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,541,405 Shares to Taurus Mining Finance L.P. and 990,398 Shares to Taurus Mining Finance Annex Fund L.P. (at a deemed

issue price of \$0.567 each) on 20 March 2019 on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue the subject of Resolution 3 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TAURUS MINING FINANCE L.P. AND TAURUS MINING FINANCE ANNEX FUND L.P. (1 AUGUST 2019)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,369,838 Shares to Taurus Mining Finance L.P. and 880,162 Shares to Taurus Mining Finance Annex Fund L.P. on 1 August 2019 on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue the subject of Resolution 4 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1 (16 SEPTEMBER 2019)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,404,893 Shares (at an issue price of \$0.39 each) on 16 September 2019 to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the issue the subject of Resolution 5 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A (16 SEPTEMBER 2019)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,145,109 Shares (at an issue price of \$0.39 each) on 16 September 2019 to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who participated in the issue the subject of Resolution 6 and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 19,603,844 Shares (at an issue price of \$0.39 each) to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – ISSUE OF SHARES TO DIRECTOR - PARTICIPATION IN TRANCHE 2 PLACEMENT - WILL BURBURY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Shares (at an issue price of \$0.39 each) to Will Burbury (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Will Burbury (and his nominee), and any person who is an associate of those persons.

However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – ISSUE OF SHARES TO DIRECTOR - PARTICIPATION IN TRANCHE 2 PLACEMENT - DAVID ARCHER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 38,462 Shares (at an issue price of \$0.39 each) to David Archer (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of David Archer (and his nominee), and any person who is an associate of those persons.

However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 10 – ISSUE OF SHARES TO DIRECTOR - PARTICIPATION IN TRANCHE 2 PLACEMENT - BRUCE MCFADZEAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 50,000 Shares (at an issue price of \$0.39 each) to Bruce McFadzean (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Bruce McFadzean (and his nominee), and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**11. RESOLUTION 11 – ISSUE OF SHARES TO DIRECTOR - PARTICIPATION IN TRANCHE 2
PLACEMENT - IAN MACLIVER**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 100,000 Shares (at an issue price of \$0.39 each) to Ian Macliver (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of Ian Macliver (and his nominee), and any person who is an associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 17 September 2019

By order of the Board



**BRUCE MCFADZEAN
MANAGING DIRECTOR**

EXPLANATORY STATEMENT

This Explanatory Statement provides information about the items of business to be considered at the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting and Proxy Form.

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS (13 DECEMBER 2018)**

Resolution 1 seeks the approval of Shareholders pursuant to ASX Listing Rule 7.4 for the issue of 24,970,812 Shares (at an issue price of \$0.65 each) on 13 December 2018 to sophisticated and professional investors (**December 2018 Placement**), raising a total of approximately \$16,231,028 (before costs).

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares under the December 2018 Placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The following information in relation to the Shares issued under the December 2018 Placement is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 24,970,812 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.65 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated and professional investors, all of whom are unrelated parties of the Company; and
- (e) funds raised from the issue will be used to progress the Company's Thunderbird Mineral Sands Project and for working capital purposes.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO AZURE CAPITAL INVESTMENTS PTY LTD AND AZURE CAPITAL LTD (15 FEBRUARY 2019)

Resolution 2 seeks the approval of Shareholders pursuant to ASX Listing Rule 7.4 for the issue of 983,713 Shares to Azure Capital Investments Pty Ltd (**ACIPL**) and 521,857 Shares to Azure Capital Ltd (**ACL**) (at a deemed issue price of \$0.6132 each) on 15 February 2019, in consideration for financial consulting and advisory services in relation to securing debt and project financing for the Company's Thunderbird Mineral Sands Project. These services were provided to the Company by ACL during 2017 and 2018.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares to ACIPL and ACL.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The following information in relation to the Shares issued to ACIPL and ACL is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 983,713 Shares were issued to ACIPL and 521,857 Shares were issued to ACL;
- (b) the Shares were issued at a deemed issue price of \$0.6132 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to ACIPL and ACL, which are not related parties of the Company; and
- (e) the Shares were issued for nil cash consideration as they were issued for services provided by ACL to the Company (as noted above). Accordingly, no funds were raised from the issue.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TAURUS MINING FINANCE L.P. AND TAURUS MINING FINANCE ANNEX FUND L.P. (20 MARCH 2019)

Resolution 3 seeks the approval of Shareholders pursuant to ASX Listing Rule 7.4 for the issue of 1,541,405 Shares to Taurus Mining Finance L.P. (**TMF**) and 990,398 Shares to Taurus Mining Finance Annex Fund L.P. (**TMFAF**) (at a deemed issue price of \$0.567 each) on 20 March 2019, in partial satisfaction of commitment fees associated with the syndicated facility agreement between the Company, Taurus Mining Finance Fund L.P. and TMFAF dated 12 November 2018. Details of the commitment fees were announced by the Company on 12 November 2018.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares to TMF and TMFAF.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The following information in relation to the Shares issued to TMF and TMFAF is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 1,541,405 Shares were issued to TMF and 990,398 Shares were issued to TMFAF;
- (b) the Shares were issued at a deemed issue price of \$0.567 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to TMF and TMFAF, which are not related parties of the Company; and
- (e) the Shares were issued for nil cash consideration as they were issued in partial satisfaction of commitment fees associated with the syndicated facility agreement between the Company, Taurus Mining Finance Fund L.P. and TMFAF dated 12 November 2018. Accordingly, no funds were raised from the issue.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO TAURUS MINING FINANCE L.P. AND TAURUS MINING FINANCE ANNEX FUND L.P. (1 AUGUST 2019)

Resolution 4 seeks the approval of Shareholders pursuant to ASX Listing Rule 7.4 for the issue of 1,369,838 Shares to Taurus Mining Finance L.P. and 880,162 Shares to Taurus Mining Finance Annex Fund L.P. on 1 August 2019, in partial satisfaction of a front end fee associated with the bridge facility mandate between the Company, Taurus Mining Finance Fund L.P. and TMFAF dated 25 June 2019. Details of the front end fee were announced by the Company on 25 June 2019.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares to TMF and TMFAF.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The following information in relation to the Shares issued to TMF and TMFAF is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 1,369,838 Shares were issued to TMF and 880,162 Shares were issued to TMFAF;
- (b) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Shares were issued to TMF and TMFAF, which are not related parties of the Company; and
- (d) the Shares were issued for nil cash consideration as they were issued in partial satisfaction of a front end fee associated with the bridge facility mandate between the Company, Taurus Mining Finance Fund L.P. and TMFAF dated 25 June 2019. The shares were issued with a deemed nil issue price.

5. RESOLUTIONS 5 & 6 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULES 7.1 & 7.1A (16 SEPTEMBER 2019)

5.1 Background

On 10 September 2019, the Company announced that it had received commitments to raise up to a total of \$18,000,000 (before costs) under a two-tranche placement to sophisticated and professional investors, via the issue of approximately 46.2 million Shares at an issue price of \$0.39 per Share.

On 16 September 2019, 26,550,002 Shares (comprising the first tranche of the placement) were issued to raise approximately \$10,354,500 (**Tranche 1 Placement**). In respect of the Tranche 1 Placement, 3,404,893 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and 23,145,109 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A.

Resolutions 5 and 6 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Tranche 1 Placement.

The second tranche of 19,603,844 Shares to be issued under the placement (at an issue price of \$0.39 per Share to raise approximately \$7,645,500 (before costs)) (**Tranche 2 Placement**), will be subject to the receipt of Shareholder approval pursuant to Resolution 7. In respect of the Tranche 2 Placement, a number of Directors (or their nominees) intend to participate as follows:

Director	Number of Shares to be Issued	Amount to be Raised
Will Burbury	50,000	\$19,500
David Archer	38,462	\$15,000
Bruce McFadzean	50,000	\$19,500
Ian Macliver	100,000	\$39,000
TOTAL	238,462	\$93,000

Resolutions 8, 9, 10 and 11 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of Shares to these Directors (or their nominees) pursuant to the Tranche 2 Placement.

5.2 Resolution 5 - ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities

made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Resolution 6 - ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that their previous issue did not breach ASX Listing Rule 7.1A) or 12 months have passed since their issue.

By ratifying the issue of Shares the subject of Resolutions 5 and 6, the base figure (ie. variable "A") in which the Company's 15% and 10% placement capacities are calculated will be a higher number, which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.4 Technical information required by ASX Listing Rule 7.4

The following information in relation to the Shares issued under the Tranche 1 Placement is provided to Shareholders for the purposes of ASX Listing Rule 7.5:

- (a) 26,550,002 Shares were issued on the following basis:
 - (i) 3,404,893 Shares were issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 23,145,109 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the Shares were issued at an issue price of \$0.39 each pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with the Company's existing Shares on issue;

- (d) the Shares were issued to sophisticated and professional investors; and
- (e) funds raised from the issue will be used to fund committed initiatives at the Company's Thunderbird Mineral Sands Project relating to the construction early works and delivery of Aboriginal training programmes, to meet minimum exploration commitments, along with corporate administration costs and general working capital purposes.

6. RESOLUTION 7 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

As noted above, on 10 September 2019, the Company announced that it had received commitments to raise up to a total of \$18,000,000 (before costs) under a two-tranche placement to sophisticated and professional investors, via the issue of approximately 46.2 million Shares at an issue price of \$0.39 per Share.

On 16 September 2019, 26,550,002 Shares were issued to raise approximately \$10,354,500 pursuant to the Tranche 1 Placement.

Resolution 7 seeks Shareholders' approval pursuant to ASX Listing Rule 7.1 for the issue of a further 19,603,844 Shares (comprising the second tranche of the placement) at an issue price of \$0.39 per Share to raise approximately \$7,645,500 (before costs) (ie. the Tranche 2 Placement).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of passing Resolution 7 will be to allow the Company to issue a further 19,603,844 Shares pursuant to the Tranche 2 Placement during the three month period after the Meeting (or a longer period, if allowed by ASX), without diminishing the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 7 is not approved by Shareholders, the Company reserves the right to issue the Shares pursuant to the Tranche 2 Placement during the three month period after the Meeting, subject to ASX Listing Rules 7.1 and 7.1A.

The following information in relation to the proposed issue of Shares pursuant to the Tranche 2 Placement is provided to Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) the maximum number of Shares the Company will issue under the Tranche 2 Placement is 19,603,844 Shares;
- (b) Shares issued under the Tranche 2 Placement will be issued no later than 3 months after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (c) Shares issued under the Tranche 2 Placement will be issued at an issue price of \$0.39 each;
- (d) Shares issued under the Tranche 2 Placement will be issued to sophisticated and professional investors;

- (e) Shares issued under the Tranche 2 Placement will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and will rank equally in all respects with the Company's existing Shares on issue; and
- (f) funds raised under the Tranche 2 Placement will be used to fund committed initiatives at the Company's Thunderbird Mineral Sands Project relating to the construction early works and delivery of Aboriginal training programmes, to meet minimum exploration commitments, along with corporate administration costs and general working capital purposes.

7. RESOLUTIONS 8,9,10 & 11 – ISSUE OF SHARES TO DIRECTORS - PARTICIPATION IN TRANCHE 2 PLACEMENT - WILL BURBURY, DAVID ARCHER, BRUCE MCFADZEAN & IAN MACLIVER

7.1 Background

As noted above, in respect of the Tranche 2 Placement, a number of Directors (or their nominees) intend to participate as follows:

Director	Number of Shares to be Issued	Amount to be Raised
Will Burbury	50,000	\$19,500
David Archer	38,462	\$15,000
Bruce McFadzean	50,000	\$19,500
Ian Macliver	100,000	\$39,000
TOTAL	238,462	\$93,000

Resolutions 8, 9, 10 and 11 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of Shares to these Directors (or their nominees) pursuant to the Tranche 2 Placement.

The participation in the Tranche 2 Placement by these Directors (or their nominees) will be on exactly the same terms as the placement made to the unrelated parties.

7.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies.

As the Tranche 2 Placement involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required in the circumstances, unless an exception in ASX Listing Rule 10.12 applies. It is the

view of the Directors that none of the exceptions set out in ASX Listing Rule 10.12 apply in the circumstances.

7.3 Technical information required by ASX Listing Rule 10.13

In respect of Resolutions 8, 9, 10 and 11, the following information is provided in relation to the proposed issue of Shares to Will Burbury, David Archer, Bruce McFadzean and Ian Macliver (or their nominees) pursuant to the Tranche 2 Placement, for the purposes of ASX Listing Rule 10.13:

- (a) the Shares will be issued to Will Burbury, David Archer, Bruce McFadzean and Ian Macliver (or their nominees) pursuant to the Tranche 2 Placement;
- (b) the maximum number of Shares to be issued is:
 - (i) 50,000 to Will Burbury (or his nominee);
 - (ii) 38,462 to David Archer (or his nominee);
 - (iii) 50,000 to Bruce McFadzean (or his nominee);
 - (iv) 100,000 to Ian Macliver (or his nominee);
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Shares will be issued at an issue price of \$0.39 each, being the same as all other Shares issued under the Tranche 2 Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue and will rank equally in all respects with the Company's existing Shares on issue; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Tranche 2 Placement, as set out in Section 6(f).

Approval pursuant to ASX Listing Rule 7.1 is not required in relation to the proposed issue of Shares to Will Burbury, David Archer, Bruce McFadzean and Ian Macliver (or their nominees) pursuant to the Tranche 2 Placement, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of those Shares will not diminish the Company's placement capacity under ASX Listing Rule 7.1.

8. ENQUIRIES

Shareholders are requested to contact Sheffield's Company Secretary on + 61 8 6555 8777 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the listing rules of ASX.

Board means the current board of directors of the Company.

Chairman means the chairman of the Meeting.

Company or **Sheffield** means Sheffield Resources Limited (ACN 125 811 083).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



SheffieldResources
LIMITED
ACN 125 811 083

LODGE YOUR VOTE



ONLINE
www.linkmarketservices.com.au



BY MAIL
Sheffield Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX
+61 2 9287 0309



BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **3:00pm (WST) on Sunday, 20 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Sheffield Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **3:00pm (WST) on Tuesday, 22 October 2019 at The Celtic Club, 48 Ord Street, West Perth WA 6005 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of Prior Issue of Shares to Sophisticated and Professional Investors (13 December 2018)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Shares to Director - Participation in Tranche 2 Placement - David Archer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares to Azure Capital Investments Pty Ltd and Azure Capital Ltd (15 February 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Shares to Director - Participation in Tranche 2 Placement - Bruce McFadzean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares to Taurus Mining Finance L.P. and Taurus Mining Finance Annex Fund L.P. (20 March 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of Shares to Director - Participation in Tranche 2 Placement - Ian Macliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares to Taurus Mining Finance L.P. and Taurus Mining Finance Annex Fund L.P. (1 August 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1 (16 September 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Ratification of Prior Issue of Tranche 1 Placement Shares under Listing Rule 7.1A (16 September 2019)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval to Issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Issue of Shares to Director - Participation in Tranche 2 Placement - Will Burbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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